

STATE OF MICHIGAN
COURT OF APPEALS

RAMZI SHAER,

Plaintiff-Appellant,

v

AMER BAHOURA and VINISIA BAHOURA,

Defendants-Appellees.

UNPUBLISHED

August 21, 2014

No. 315701

Wayne Circuit Court

LC No. 11-009805-CK

Before: MURPHY, C.J., and WHITBECK and TALBOT, JJ.

PER CURIAM.

Ramzi Shaer appeals as of right the entry of a judgment of no cause of action following a bench trial. We affirm.

In this case involving claims of breach of contract, fraudulent misrepresentation, innocent misrepresentation, and unjust enrichment, the trial court based its verdict on alternate independent grounds. The trial court found that (1) the first amended complaint contained allegations disproven by Shaer's own testimony at trial, (2) Shaer had not properly pleaded a claim of breach of a partnership agreement or for an interest in Visger, Inc., which were his only potential options for recovery, and (3) that any evidence conflicting with the corporate documents was inadmissible under the parol evidence rule.¹

On appeal, Shaer contends that the trial court erred in disregarding the existence of the partnership, but does not discuss or dispute the trial court's first two bases for finding no cause of action. "When an appellant fails to dispute the basis of the trial court's ruling, 'this Court . . . need not even consider granting plaintiff[] the relief [he] seek[s].' "² Accordingly, we will not review Shaer's claim.

¹ The trial court also found that the tort claims were not independent of the breach of contract claim.

² *Derderian v Genesys Health Care Sys*, 263 Mich App 364, 381; 689 NW2d 145 (2004) (citation omitted).

Shaer also contends that the trial court committed reversible error in denying his motion to file a second amended complaint. We disagree.

“We review a trial court’s decision regarding a plaintiff’s motion to amend the pleadings for an abuse of discretion.”³ “A trial court should freely grant leave to amend a complaint when justice so requires.”⁴ “Ordinarily, a motion to amend a complaint should be granted unless the amendment would be futile,”⁵ or “absent any apparent or declared reason, such as undue delay on the part of the moving party or undue prejudice to the nonmoving party.”⁶ “If a trial court denies a motion to amend, it should specifically state on the record the reasons for its decision.”⁷

Contrary to Shaer’s argument, the trial court provided a rationale for its decision when it denied the motion to file a second amended complaint based on the “late date” on which it was filed. Moreover, even if the trial court abused its discretion in denying the motion, the error was harmless because the trial court’s ruling makes clear that it understood Shaer’s claims when it found no cause of action and, thus, clarification of his claims was unnecessary.⁸ Further, given the trial court’s finding of no cause of action, any error in failing to allow Shaer to dismiss the tort claims or dismiss Vinisia Bahoura as a defendant was harmless.⁹

We affirm. As the prevailing party, the Bahouras may tax costs under MCR 7.219.

/s/ William B. Murphy
/s/ William C. Whitbeck
/s/ Michael J. Talbot

³ *Sanders v Perfecting Church*, 303 Mich App 1, 8-9; 840 NW2d 401 (2013).

⁴ *Id.* at 9.

⁵ *Id.*

⁶ *Local Emergency Fin Assistance Loan Bd v Blackwell*, 299 Mich App 727, 737; 832 NW2d 401 (2013).

⁷ *Weymers v Khera*, 454 Mich 639, 659; 563 NW2d 647 (1997).

⁸ See *Syntex Laboratories v Dep’t of Treasury*, 233 Mich App 286, 293; 590 NW2d 612 (1998) (concluding that error in denying motion to amend was harmless).

⁹ See *id.*